#### BURKE FRANKLIN L

Form 4

January 06, 2009

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

3235-0287

0.5

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average burden hours per

response...

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BURKE FRANKLIN L			2. Issuer Name <b>and</b> Ticker or Trading Symbol FLOWERS FOODS INC [FLO]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Director 10% Owner			
RAVENWOOD PLANTATION, 8058 CHARLESTON HIGHWAY			01/02/2009	Officer (give title below)  Other (specify below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
WALTERBO	RO, SC 294	488	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

	(City)	(State)	(Zip) Table	e I - Non-D	<b>D</b> erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Tit Secu (Inst	•	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(msu. 1)		
Cor	nmon ck	01/02/2009		J <u>(1)</u>	3,020	A	\$ 23.85	3,020	I (1)	Flowers Stock Tracking A/C (1)	
Cor	nmon ck							68,448	D		
Cor	nmon ck							11,670	I	By Spouse	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

#### Edgar Filing: BURKE FRANKLIN L - Form 4

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date	Title	of		
				Codo V	(A) (D)						
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

BURKE FRANKLIN L RAVENWOOD PLANTATION 8058 CHARLESTON HIGHWAY WALTERBORO, SC 29488

X

### **Signatures**

/s/ Stephen R. Avera, 01/06/2009 Agent

\*\*Signature of Reporting Date Person

## **Explanation of Responses:**

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Under the terms of the Flowers Foods Executive Deferred Compensation Plan, reporting person elected to have a portion of plan

(1) contributions valued as shares of the issuer's common stock, as of the closing stock price on 01/02/2009. Each unit of the Flowers Stock Tracking Account is the equivalent of one share of issuer's common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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